

GOODWIN, PROCTER & HOAR
COUNSELLORS AT LAW

28 STATE STREET

BOSTON, MASS. 02109

AREA CODE 617 523-5700

CABLE ADDRESS: GOODPROCT, BOSTON

TELEX 94-0640

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August 27, 1973

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
12th and Constitution Avenues
Washington, D. C. 20423

RECEIVED SEP 10 1973 - 9 10 AM

SEP 10 1973 - 9 10 AM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Please refer to (1) Conditional Sale Agreement dated as of October 15, 1968 among Lease Financing Corporation, New England Merchants Financial Corporation and Penn Central Company, filed with your office on December 27, 1968, recordation No. 6041; and (2) Lease of Railroad Equipment dated as of October 15, 1968 between New England Merchants Financial Corporation and Penn Central Company, also filed with your office on December 27, 1968, recordation No. 6042.

Effective February 16, 1973, the corporate name of New England Merchants Financial Corporation, a Massachusetts corporation, was changed to New England Merchants Leasing Corporation. I am enclosing two copies of the Massachusetts Articles of Amendment effecting this change of corporate name, each certified by the Secretary of the Commonwealth of Massachusetts.

I was told by your office by telephone today that I should submit this letter in triplicate with two certified copies of the Articles of Amendment evidencing the change of corporate name, plus a \$15.00 filing fee in order to reflect properly the change of corporate name in your office.

INTERSTATE
COMMERCE COMMISSION
RECEIVED

AUG 29 1973

ADMINISTRATIVE SERVICES
G MAIL BRANCH

RECORDATION No. 6041-D
(Filed pursuant to the
Provisions of Section 20c
Interstate Commerce Commission)

GOODWIN, PROCTER & HOAR

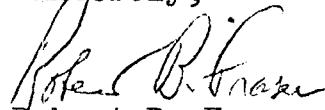
-2-

Mr. Robert L. Oswald
Secretary

August 27, 1973

Please acknowledge receipt of this letter, of the certified Articles of Amendment and of the \$15.00 filing fee by appropriate notation on the third copy of this letter and return the same to me in the stamped self-addressed envelope enclosed for the purpose.

Sincerely,



Robert B. Fraser

RBF/am

Enc.



John F. X. Davoren
Secretary of the Commonwealth

The Commonwealth of Massachusetts
Office of the Secretary

State House, Boston 02133

JUN 1 1973

A true Copy Witnessed under the Great
Seal of the Commonwealth of Massachusetts.

John F. X. Davoren

Secretary of the Commonwealth.

Michael W. O'Brien
Deputy Secretary.



NEW ENGLAND MERCHANTS NATIONAL BANK

February 14, 1973

Secretary of State
Commonwealth of Massachusetts
State House
Boston, Massachusetts

RECORDATION NO. 6041-D
Filed & Recorded
SEP 10 1973 - 9 10 AM
INTERSTATE COMMERCE COMMISSION

Dear Sir:

Each of the undersigned corporations does hereby consent to the change of the corporate name of New England Merchants Financial Corporation to NEW ENGLAND MERCHANTS LEASING CORPORATION and to the use by that corporation of New England Merchants Leasing Corporation as its corporate name.

NEW ENGLAND MERCHANTS COMPANY, INC.

By Mark C. Wheeler
President

NEW ENGLAND MERCHANTS NATIONAL BANK

By Mark C. Wheeler
President

NEW ENGLAND ENTERPRISE CAPITAL CORPORATION

By Mark C. Wheeler
President

NEW ENGLAND MERCHANTS BANK INTERNATIONAL

By Robert F. Elliott
President

MERCHANTS ADVISORY CORPORATION

By Robert F. Elliott
President

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN

Secretary of the Commonwealth

STATE HOUSE, BOSTON, MASS.

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Robert P. Coburn
Stephen R. Parkhurst

, ~~President~~/Vice President, and
Clerk/~~Assistant Clerk~~ of

New England Merchants Financial Corporation

(Name of Corporation)

located at 28 State Street, Boston, Massachusetts

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted ~~at a meeting held on~~ by means of a unanimous written consent dated February 14, 1973 executed by the ~~19~~ ¹⁹ by vote of holders of 610 shares of Common Stock of out of 610 shares outstanding, (Class of Stock)

~~shares of~~ ~~out of~~ ~~shares outstanding, and~~
~~(Class of Stock)~~
~~shares of~~ ~~out of~~ ~~shares outstanding,~~
~~(Class of Stock)~~

being at least a majority of each class outstanding and entitled to vote thereon:¹

CROSS OUT

INAPPLICABLE

CLAUSE

~~two thirds of each class outstanding and entitled to vote thereon and~~
~~of each class or series of stock whose rights are adversely affected~~
~~thereby:~~

VOTED: To change the corporate name of this corporation from New England Merchants Financial Corporation to NEW ENGLAND MERCHANTS LEASING CORPORATION.

¹For amendments adopted pursuant to Chapter 156B, Section 70.

²For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8½" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

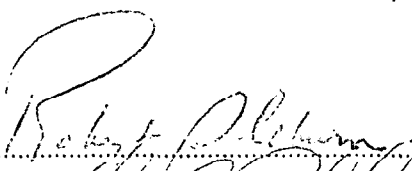
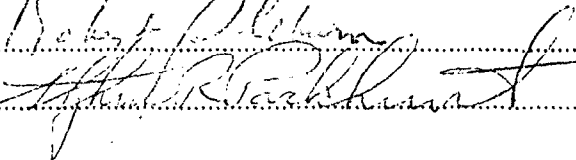
14th

day of

February

, in the year 1973

SRP

~~President~~ Vice President

Clerk ~~Assistant Clerk~~

25276

RECEIVED

FEB 16 1973

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 50.00
having been paid, said articles are deemed to have
been filed with me this 16th
day of February, 1973.

↓
John F. X. Davoren

JOHN F. X. DAVOREN

Secretary of the Commonwealth

State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

to: Robert B. Fraser, Esq.
Goodwin, Procter & Hoar
28 State Street
Boston, Massachusetts 02109

Copy Mailed

FEB 20 1973